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May 27, 2022

MEMO ENDORSED

VIA ECF

The Honorable Katherine Polk Failla, USDJ
United States District Court for the Southern District of New York
40 Foley Square, New York, New York 10007

Re: *Blue Cross & Blue Shield Assoc. Nat'l Emp. Benefits Committee v. Allianz Global Investors U.S. LLC et al.*, 20-cv-7606 (KPF)

Dear Judge Failla:

In connection with the third-party complaint filed on May 27, 2022 by Defendant/Third-Party Plaintiff Aon Investments USA Inc. ("Aon") against Third-Party Defendant Blue Cross and Blue Shield Association, Aon respectfully requests leave to submit a redacted version of the third-party complaint, and to file certain exhibits to that third-party complaint under seal pursuant to Section IX of the Stipulated Amended Protective Order (the "Protective Order," Dkt. 79) and Rule 9(B) and (C) of the Court's Individual Rules of Practice in Civil Cases. Specifically, Aon seeks to seal the following exhibits, each filed in connection with the third-party complaint:

Exhibit A: Document produced by NEBC with Bates number NEBC0019286, which NEBC has designated "Confidential."

Exhibit B: Document produced by Aon with Bates number AIUSA000018809, which Aon has designated "Confidential."

Exhibit C: Document produced by NEBC with Bates number NEBC0372283, which NEBC has designated "Confidential."

Exhibit D: Document produced by Allianz Global Investors U.S. LLC ("Allianz") with Bates number AllianzGIUS-SA-00990600, which Allianz has designated "Confidential."

Exhibit E: Document produced by NEBC with Bates number NEBC002751, which

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NEBC has designated “Confidential.”

Exhibit F: Document produced by Aon with Bates number AIUSA000148778, which Aon has designated “Confidential.”

Exhibit G: Document produced by Aon with Bates number AIUSA000550063, which Aon has designated “Confidential.”

Exhibit I: Document produced by NEBC with Bates number NEBC004055, which NEBC has designated “Confidential.”

Exhibit J: Document produced by NEBC with Bates number NEBC0675439, which NEBC has designated “Confidential.”

Exhibit K: Document produced by NEBC with Bates number NEBC0037646, which NEBC has designated “Confidential.”

Exhibit L: Document produced by Allianz with Bates number AllianzGIUS-SA-00254888, which Allianz has designated “Confidential.”

Exhibit M: Document produced by NEBC with Bates number NEBC0470568, which NEBC has designated “Confidential.”

Exhibit N: Document produced by Aon with Bates number AIUSA000223474, which Aon has designated “Confidential.”

Exhibit O: Document produced by NEBC with Bates number NEBC0470682, which NEBC has designated “Confidential.”

Exhibit P: Document produced by Allianz with Bates number AllianzGIUS-SA-00599755, which Allianz has designated “Confidential.”

Exhibit Q: Document produced by NEBC with Bates number NEBC0470239, which NEBC has designated “Confidential.”

Exhibit R: Document produced by NEBC with Bates number NEBC0623351, which NEBC has designated “Confidential.”

Exhibit S: Document produced by NEBC with Bates number NEBC0470327, which NEBC has designated “Confidential.”

Exhibit T: Document produced by NEBC with Bates number NEBC0470687, which NEBC has designated “Confidential.”

The attached pre-conference letter and Exhibits A-G and I-T include or discuss material that has been designated Confidential under the Protective Order in this case. The Protective Order permits the parties to designate certain categories of sensitive information produced in the

course of discovery as “Confidential” or, in the case of extremely sensitive information, “Highly Confidential,” with all such material referred to collectively as “Protected Material.” Protective Order § 4. The Protective Order requires that “A Party or Non-Party submitting any Protected Material to the Court in the Related Actions (whether in support of a pleading or motion, at a hearing, or in connection with any other pre-trial proceeding) must file the Protected Material in redacted form or under seal to the full extent permitted by the Local Rules of the U.S. District Court for the Southern District of New York and Judge Failla’s Individual Practices in Civil Cases.” *Id.* § IX.A.

The proposed redactions to the third-party complaint here are narrowly tailored, while the unredacted portions of the third-party complaint provide sufficient information for the public to ascertain the nature, scope, and facts of the parties’ dispute. *Leonard ex rel. Poplawski 2008 Ins. Tr. v. John Hancock Life Ins. Co. of New York*, 2020 WL 1547486, at *1 (S.D.N.Y. Mar. 31, 2020) (granting motion to redact portions of first amended complaint, because “the proposed redactions are no broader than necessary to protect the compelling interest at stake”). Further, many of the Exhibits that Aon seeks to seal—Exhibits A-G and I-T—were designated as Confidential by NEBC, Allianz, and a third party, affect their privacy interests, and include significant information concerning the investments of actual or potential third parties. *See generally United States v. Amodeo*, 71 F.3d 1044, 1050 (2d Cir. 1995) (“[t]he privacy interests of innocent third parties ... should weigh heavily in a court’s balancing equation.”). Moreover, the documents produced by Aon—Exhibits B, F, G, and N—also include significant information concerning the investments of actual or potential third parties. *Amodeo*, 71 F.3d at 1050.

Accordingly, Aon requests leave to file the third-party complaint with redactions and to file Exhibits A-G and I-T under seal.

Respectfully submitted,

/s/ Renita Sharma

Renita Sharma
cc: Counsel for Plaintiff (by ECF)

Application GRANTED. Aon may file a redacted version of its third-party complaint against third-party Defendant Blue Cross Blue Shield Association, as well as certain exhibits to that third-party complaint under seal. The Clerk of Court is directed to terminate the pending motion at docket entry 221.

Dated: May 31, 2022
New York, New York

SO ORDERED.



HON. KATHERINE POLK FAILLA
UNITED STATES DISTRICT JUDGE